

<p style="text-align: center;">Approved by Annual Meeting 8/1/2020 Constitution of the Northwest Ohio Association of The United Church of Christ</p> <p>Article I. NAME</p> <p>1. The name of this Association of the Heartland Conference of the United Church of Christ shall be Northwest Ohio Association of the United Church of Christ, hereinafter referred to as the Association.</p> <p>Article II. FAITH AND COVENANT</p> <p>1. FAITH-The United Church of Christ acknowledges as its sole head, Jesus Christ, the Son of God and the Savior of humankind; acknowledges as one in Christ all who share in this confession; looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive power in the world; claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reforms; affirms the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God; and in accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, recognizes two sacraments, Baptism and the Lord's Supper or Holy Communion; and affirms the Statement of Faith of the United Church of Christ (in the form of a doxology):</p> <ul style="list-style-type: none"> <li>• We believe in you, O God, Eternal Spirit, God of Our Savior Jesus Christ and our God, and to your deeds we testify:</li> <li>• You call the worlds into being, create persons in your own image, and set before each one the ways of life and death.</li> <li>• You seek in holy love to save all people from aimlessness and sin.</li> </ul>	<p style="text-align: center;">2023 Proposal Constitution of the Northwest Ohio Association of The United Church of Christ</p> <p>Article I. NAME</p> <p>1. The name of this Association of the Heartland Conference of the United Church of Christ shall be Northwest Ohio Association of the Heartland Conference of the United Church of Christ, hereinafter referred to as the Association.</p> <p>Article II. FAITH AND COVENANT.</p> <p>1. FAITH-The United Church of Christ acknowledges as its sole head, Jesus Christ, the Son of God and the Savior of humankind; acknowledges as one in Christ all who share in this confession; looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its creative and redemptive power in the world; claims as its own the faith of the historic Church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reforms; affirms the responsibility of the Church in each generation to make this faith its own in reality of worship, in honesty of thought and expression, and in purity of heart before God; and in accordance with the teaching of our Lord and the practice prevailing among evangelical Christians, recognizes two sacraments, Baptism and the Lord's Supper or Holy Communion; and affirms the Statement of Faith of the United Church of Christ (Rev. Dr. Robert V. Moss adaption):</p> <p style="text-align: center;"><i>We believe in God, the Eternal Spirit, who is made known to us in Jesus our brother, and to whose deeds we testify:</i></p> <p style="text-align: center;"><i>God calls the worlds into being, creates humankind in the divine image, and sets before us the ways of life and death.</i></p> <p style="text-align: center;"><i>God seeks in holy love to save all people from aimlessness and sin.</i></p>
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- You judge people and nations by your righteous will declared through prophets and apostles.
- In Jesus Christ, the man of Nazareth, our crucified and risen Savior, you have come to us and shared our common lot, conquering sin and death and reconciling the world to yourself.
- You bestow upon us your Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.
- You call us into your church to accept the cost and joy of discipleship, to be your servants in the service of others, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory.
- You promise to all who trust you, forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, your presence in trial and rejoicing, and eternal life in your realm which has no end.
- Blessing and honor, glory and power be unto you. Amen.

2. COVENANT - We covenant one with another to seek and respond to the Word and the will of God. We purpose to walk together in the ways of God, made known and to be made known to us. We hold it to be the mission of the Church to witness to the gospel of Jesus Christ in all the world, while worshipping God, and striving for truth, justice, and peace. As did our ancestors, we depend on the Holy Spirit to lead and empower us. We pray for the coming of the kingdom of God, and we look with faith toward the triumph of righteousness and eternal life.

*God judges all humanity and all nations by that will of righteousness declared through prophets and apostles.*

*In Jesus Christ, the man of Nazareth, our crucified and risen Lord, God has come to us and shared our common lot, conquering sin and death and reconciling the whole creation to its Creator.*

*God bestows upon us the Holy Spirit, creating and renewing the church of Jesus Christ, binding in covenant faithful people of all ages, tongues, and races.*

*God calls us into the church to accept the cost and joy of discipleship, to be servants in the service of the whole human family, to proclaim the gospel to all the world and resist the powers of evil, to share in Christ's baptism and eat at his table, to join him in his passion and victory.*

*God promises to all who trust in the gospel forgiveness of sins and fullness of grace, courage in the struggle for justice and peace, the presence of the Holy Spirit in trial and rejoicing, and eternal life in God's realm which has no end.*

*Blessing and honor, glory and power be unto God. Amen.*

## 2. COVENANT

*Together in Christ's love, we collaborate to reconcile and restore all God's creation.*

*Empowered by the Holy Spirit we are called to connect, equip, and support our faith communities to grow as faithful disciples and responsible stewards, following Jesus' call to extravagantly love all God's children and creation.*

*Answering God's call to build a just world for all, we commit in our shared life to:*

*live the love, unity, and compassion of Jesus; collaborate to mutually share resources; communicate with openness and transparency; empower generous and responsible stewardship; and honor God's diverse gifts among us in all settings.*

<p>Article III. PURPOSE</p> <ol style="list-style-type: none"> <li>1. To continue without break the ecclesiastical and legal identity of the Northwest Ohio Association of Congregational Christian Churches, the Central North Association of the Congregational Christian Churches, and the Northwest Ohio Synod of the Evangelical and Reformed Church.</li> <li>2. To interpret and promote the life and work of the United Church of Christ, it's Covenanted, Affiliated and Associated Ministries, and the Heartland Conference among the local churches and ministers of this Association. Actions by, or decision or advice emanating from, the General Synod, the Heartland Conference or an Association, should be held in the highest regard by every local church.</li> <li>3. To strengthen and under-gird the work and witness of the local churches and ministers.</li> <li>4. To develop the spiritual life and stewardship of the local churches and to challenge them to responsible support of Our Church's Wider Mission.</li> <li>5. To determine, confer and certify the respective standings of the local churches and ministers.</li> <li>6. To assist the Heartland Conference and the Covenant Ministries of the United Church of Christ in establishing new churches within this Association area.</li> <li>7. To provide, through appropriate staff, teams, and committees such programs, resources and service to advance the mission of Christ.</li> <li>8. To maintain, with Heartland Conference cooperation, relationships with</li> </ol>	<p>Article III. PURPOSE</p> <ol style="list-style-type: none"> <li>1. To continue without break the ecclesiastical and legal identity of the Northwest Ohio Association of Congregational Christian Churches, the Central North Association of the Congregational Christian Churches, and the Northwest Ohio Synod of the Evangelical and Reformed Church.</li> <li>2. To interpret and promote the life and work of the United Church of Christ, it's Covenanted, Affiliated and Associated Ministries, and the Heartland Conference among the local churches and ministers of this Association. Actions by, or decision or advice emanating from, the General Synod, the Heartland Conference or an Association, should be held in the highest regard by every local church.</li> <li>3. To strengthen and under-gird the work and witness of the local churches and ministers.</li> <li>4. To develop the spiritual life and stewardship of the local churches and to challenge them to responsible support of Our Church's Wider Mission.</li> <li>5. To determine, confer and certify the respective standings of the local churches and ministers.</li> <li>6. To assist the Heartland Conference and the Covenant Ministries of the United Church of Christ in establishing new churches within this Association area.</li> <li>7. To provide, through appropriate staff, teams, and committees such programs, resources and service to advance the mission of Christ.</li> <li>8. To maintain, with Heartland Conference cooperation, relationships with</li> </ol>
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<p>local and state councils of churches and other ecumenical bodies.</p> <p>9. To acquire, in its corporate name, by purchase, gift, devise, bequest or otherwise; to hold, invest, reinvest, own, manage, lease and maintain, to pledge, mortgage or otherwise encumber; to sell, assign, transfer, convey and for such purposes to cause its officers to execute necessary or desirable contracts, deeds or other instruments in writing; to receive and hold in trust with other above stated powers for churches, boards, institutions and instrumentalities of the United Church of Christ, or affiliated therewith, both real and personal property and any and all interests therein. All interests in property or funds now owned or hereinafter transferred in any way to the Synods, Associations, and institutions or other entities that have consolidated to become this Association shall belong to it as the successor and this continuation of the identity of such entity or organization originally named as such taker, beneficiary, trustee owner or holder.</p> <p>10. To nominate delegates for election by the Heartland Conference to the General Synod of the United Church of Christ.</p> <p>Article IV. INTERPRETATION</p> <p>1. This Constitution and By-Laws is intended to be in concordance with the Constitution and By-Laws of the United Church of Christ. If any provision of this Constitution and By- Laws is inconsistent with the Constitution and By-Laws of the United Church of Christ the latter shall prevail.</p> <p>Article V. GEOGRAPHICAL BOUNDARIES OF THIS ASSOCIATION</p> <p>1. The geographical area of this Association shall be that area defined as follows: the counties Defiance, Paulding, Van</p>	<p>local and state councils of churches and other ecumenical bodies.</p> <p>9. To acquire, in its corporate name, by purchase, gift, devise, bequest or otherwise; to hold, invest, reinvest, own, manage, lease and maintain, to pledge, mortgage or otherwise encumber; to sell, assign, transfer, convey and for such purposes to cause its officers to execute necessary or desirable contracts, deeds or other instruments in writing; to receive and hold in trust with other above stated powers for churches, boards, institutions and instrumentalities of the United Church of Christ, or affiliated therewith, both real and personal property and any and all interests therein. All interests in property or funds now owned or hereinafter transferred in any way to the Synods, Associations, and institutions or other entities that have consolidated to become this Association shall belong to it as the successor and this continuation of the identity of such entity or organization originally named as such taker, beneficiary, trustee owner or holder.</p> <p>10. To nominate delegates for election by the Heartland Conference to the General Synod of the United Church of Christ.</p> <p>Article IV. INTERPRETATION</p> <p>1. This Constitution and By-Laws is intended to be in concordance with the Constitution and By-Laws of the United Church of Christ. If any provision of this Constitution and By- Laws is inconsistent with the Constitution and By-Laws of the United Church of Christ, the latter shall prevail.</p> <p>Article V. GEOGRAPHICAL BOUNDARIES OF THIS ASSOCIATION</p> <p>1. The geographical area of this Association shall be that area defined as follows: the counties Defiance, Paulding, Van</p>
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Wert, Mercer, Fulton, Henry, Putnam, Allen, Auglaize, Shelby, Lucas, Wood, Hancock, Hardin, Wyandot, Crawford, Richland, Seneca, Huron, Erie, Sandusky, Ottawa, Morrow, Williams, and Marion in the State of Ohio.

2. Changes in the geographical area of this Association, if desired, shall be made by negotiations between this Association and any other affected Association, in consultation with the local churches involved and upon approval of the respective Conferences, and General Synod if necessary.

#### Article VI. MEMBERSHIP

1. A local church is composed of persons who, believing in God, and accepting Jesus Christ as Savior, and depending on the guidance of the Holy Spirit, are organized for Christian worship, for the furtherance of Christian fellowship, and for the ongoing work of Christian witness.

2. Members of this Association are local churches and authorized ministers holding standing in this Association.

3. All duly accredited United Church of Christ Churches within the defined geographical area of this Association shall have standing.

4. The basic unit of the life and organization of the United Church of Christ is the local church. The autonomy of the local church is inherent and modifiable only by its own action. Nothing in this Constitution and By-Laws shall destroy or limit the right of each local church to continue to operate in the way customary to it; nor shall be construed as giving this Association, now or at any future time, the power to abridge or impair the autonomy of any local church in the management of its own affairs, which affairs include, but are not limited to, the right to

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retain or adopt its own methods of organization, worship and education; to retain or secure its own charter and name; to adopt its own constitution and by-laws; to formulate its own covenants and confessions of faith; to admit members in its own way and to provide for the discipline or dismissal; to call or dismiss its pastor or pastors by such procedure as it shall determine; to acquire, own, manage and dispose of property and funds; to control its own benevolences; and to withdraw by its own decision from the United Church of Christ, the Heartland Conference and this Association at any time without forfeiture of ownership or control of any real or personal property owned by it.

5. The standing and membership of a local church in this Association may be granted or terminated at any meeting of this Association upon two-thirds (2/3) vote of the members present and voting, provided that notice of such proposed action was specified in the call of the meeting at which the action is to be taken.

6. Any local church within the defined geographical area of this Association and defined within Article III, number 1, which has not chosen to be a part of the United Church of Christ, may continue in fellowship with this Association. No direct or indirect participation by any such local church in or support of the work of the United Church of Christ or of any of its Covenanted, Affiliated and Associated Ministries or of the Heartland Conference or this Association shall be construed as making it a local church of the United Church of Christ. The names and statistics of such churches shall be kept separately. Their members shall not be counted in determining the number of delegates that the Conference is entitled to send to the General Synod.

7. All United Church of Christ authorized ministers who reside within the defined

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7. All United Church of Christ authorized ministers who reside within the defined

geographical area of this Association are eligible for standing and membership. Eligibility for standing and membership continues for those who have retired from active service for reason of age or disability, or are engaged in a ministry requiring prolonged absence from the United States or one that does not permit a fixed residence.

## Article VII. OFFICERS & ASSOCIATION CABINET

### ASSOCIATION MINISTER

1. The Association Minister shall be called by this Association, in cooperation with the Heartland Conference, to be a pastor to pastors and counselor to local churches.

2. The Chief Executive Officer of the Association shall be the Association Minister. In the absence of an Association Minister or designee for the position, the Chief Executive Officer of the Association shall be the Moderator.

3. The Association Minister shall have the responsibility and the necessary authority pursuant to the general supervision of all phases of the Association program and ministry, and shall give guidance to and shall be subject to the direction and decisions of the Association.

4. The Chief Executive Officer shall have the power to draw warrants upon the Treasury of this Association for all approved budgeted expenses of the Association, or for any person or committee acting under his/her order or under order of this Association

5. The Chief Executive Officer shall furnish corporate security bond as required by the Association, the premium thereon to be

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3. The Association Minister shall have the responsibility and the necessary authority pursuant to the general supervision of all phases of the Association program and ministry, and shall give guidance to and shall be subject to the direction and decisions of the Association. The Association Minister shall be ex-officio with voice on the Cabinet, executive committee, teams, committees, and other organizational structures of the Association.

4. The Chief Executive Officer shall have the power to draw warrants upon the Treasury of this Association for all approved budgeted expenses of the Association, or for any person or committee acting under his/her order or under order of this Association

5. The Chief Executive Officer shall furnish corporate security bond as required by the Association, the premium thereon to be

<p>paid by this Association</p> <p>6. The authority to organize a search for the Association Minister rests in the Association Cabinet. The election of an Association Minister shall be held at a meeting of the Association. One candidate shall be presented to the Association by the Association Cabinet. The Association shall consider only one candidate at a time as presented by the Association Cabinet and shall vote by ballot for or against the candidate in election. A two-thirds (2/3) majority of those present and voting shall be necessary to elect. If the candidate is elected by the Association, a call shall be extended. The Association Minister shall be an authorized minister with ministerial standing in the United Church of Christ. The Association Cabinet shall negotiate the terms of the Call, which shall include provision for the termination of the relationship. The Call shall be signed by the Moderator and the Secretary of the Association. The terms of service of the Association Minister shall be for an indefinite period. Unless agreed upon by mutual consent, ninety (90) days' notice shall be required to terminate the agreement of service.</p> <p>7. If the position of Association Minister becomes vacant, the Association Cabinet may employ a qualified designee to give professional leadership to the Association until a call is extended to a new Association Minister.</p> <p><b>OFFICERS</b></p> <p>8. Elected Officers of the Association shall be: Moderator, Vice-Moderator, Secretary, and Treasurer. The Officers shall have the powers and duties which usually pertain to such offices, without in any way limiting their other general powers.</p> <p>9. The Moderator and Secretary are authorized to sign all deeds, mortgages,</p>	<p>paid by this Association</p> <p>6. The authority to organize a search for the Association Minister rests in the Association Cabinet. The election of an Association Minister shall be held at a meeting of the Association. One candidate shall be presented to the Association by the Association Cabinet. The Association shall consider only one candidate at a time as presented by the Association Cabinet and shall vote by ballot for or against the candidate in election. A two-thirds (2/3) majority of those present and voting shall be necessary to elect. If the candidate is elected by the Association, a call shall be extended. The Association Minister shall be an authorized minister with ministerial standing in the United Church of Christ. The Association Cabinet shall negotiate the terms of the Call, which shall include provision for the termination of the relationship. The Call shall be signed by the Moderator and the Secretary of the Association. The terms of service of the Association Minister shall be for an indefinite period. Unless agreed upon by mutual consent, ninety (90) days' notice shall be required to terminate the agreement of service.</p> <p>7. If the position of Association Minister becomes vacant, the Association Cabinet may employ a qualified designee to give professional leadership to the Association until a call is extended to a new Association Minister.</p> <p><b>OFFICERS</b></p> <p>8. Elected Officers of the Association shall be: Moderator, Vice-Moderator, Secretary, and Treasurer. The Officers shall have the powers and duties which usually pertain to such offices, without in any way limiting their other general powers.</p> <p>9. The Moderator, and Secretary, and Association Minister are authorized to sign all</p>
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contracts and such other written instruments as shall become necessary or appropriate in protecting and carrying on the business and property interests of the Association.

10. The Executive Committee shall be comprised of the Moderator, Vice-Moderator, Secretary, Treasurer and Past Moderator. The voting members of the Executive Committee shall be the "Trustees" of the Cabinet and shall administer the affairs of the Cabinet in between its meetings subject to any direction the Cabinet may have given.

11. The Moderator and Vice-Moderator shall be elected by the Association for two-year terms, and shall not be eligible for reelection until one year has lapsed.

12. The Secretary and Treasurer shall be elected by the Association for two-year terms. The Secretary after two full terms of office shall not be eligible for a third consecutive term. The Treasurer after three full terms of office shall not be eligible for a fourth consecutive term.

13. If the Moderator is an authorized minister, the Vice-Moderator shall be a lay person. If the Moderator is a lay person, the Vice-Moderator shall be an authorized minister.

14. Terms of office shall begin immediately following the Association meeting at which the new officers have been elected and shall terminate at the close of the meeting at which the officers' successors are elected.

15. If any officer ceases to be a member of a church holding full membership in the Association, the tenure of the office shall cease.

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11. The Moderator and Vice-Moderator shall be elected the same year by the Association for two-year terms and shall not be eligible for reelection until one year has lapsed.

12. The Secretary and Treasurer shall be elected by the Association for two-year terms. The Secretary, after two full terms of office, shall not be eligible for a third consecutive term. The Treasurer, after three full terms of office, shall not be eligible for a fourth consecutive term. The Secretary and Treasurer shall be elected on alternate years.

13. If the Moderator is an authorized minister, the Vice-Moderator shall be a lay person. If the Moderator is a lay person, the Vice-Moderator shall be an authorized minister.

14. Terms of office shall begin immediately following the Association meeting at which the new officers have been elected and shall terminate at the close of the meeting at which the officers' successors are elected.

15. If any officer ceases to be a member of a church holding full membership in the Association, the tenure of the office shall cease.

16. If any of the Elected Officer positions become vacant, the Cabinet shall appoint a replacement to serve until the next meeting of the Association when new Officers are elected.

#### ASSOCIATION CABINET

17. The Cabinet shall be the vision keeper and shall conduct the basic governance functions of and on behalf of the Association, and shall serve as the expression of the United Church of Christ identity in the geographical region covered by the Association.

18. The voting members of the Cabinet shall consist of the four elected Officers of the Association, the Past Moderator, one linking person from each of the Ministry Teams, one linking person from each of the regions, a member of the Lay School Board, a representative of the Excellence in Ministry Program, and one representative of the Association to the Heartland Conference Board of Directors. No voting member may hold more than one office concurrently.

16. If any of the Elected Officer positions become vacant, the Cabinet shall appoint a replacement to serve until the next meeting of the Association when new Officers are elected.

#### ASSOCIATION CABINET

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18. The voting members of the Cabinet shall consist of the four elected Officers of the Association, the Past Moderator, three at-large members, one representative from each of the Ministry Teams, the Lay School Board, the Excellence in Ministry/Community of Practice Program, the Human Relations Committee, each standing committee, and the representatives of the Association to the Heartland Conference Board of Directors. No voting member may hold more than one office concurrently.

19. There shall be four ministry Teams: Church and Ministry Team (12 members), Faith Formation Team (9 members), Stewardship and Generosity Team (9 members), and Witness and Proclamation Team (9 members). A third of Team Members shall be elected at Annual Meetings of the Association for three-year terms and may not serve more than two elected terms, unless appointed to fill a vacancy and then elected for a term.

20. Standing Committees shall be approved, formed, and disbanded by the Cabinet as needed.

21. Three at-large members shall be elected at Annual meetings of the Association, one each year for a three-year term and may not serve more than two elected terms, unless

<p>19. If any voting member of the Cabinet ceases to be a member of a church holding full membership in the Association, the tenure of the office shall cease.</p> <p>20. The voting members of the Cabinet shall be the "Trustees" of the Association and shall administer the affairs of the Association in between its meetings subject to any direction the Association may have given.</p> <p>21. The Cabinet shall meet a minimum of four times annually. The quorum at any meeting of the Cabinet shall consist of a simple majority of members eligible to vote.</p> <p>22. Additional members of the Cabinet, serving ex officio, with voice but not vote, shall be the Association Minister and Program Staff, the Chairs of the Standing Teams, and other recognized staff, officers and representatives of the Heartland Conference and of the United Church of Christ.</p> <p><b>NONFEASANCE IN OFFICE</b></p> <p>23. The Cabinet may declare any office vacant at any time for nonfeasance of the person holding such office and appoint someone to fill that office until the next Association meeting.</p> <p><b>STATUTORY AGENT</b></p> <p>24. The Cabinet shall appoint a "Statutory Agent," as required by Ohio Law, who shall be a natural person, member of the United Church of Christ and resident in the state of Ohio.</p> <p><b>Article VIII. MINISTRY TEAMS</b></p> <p>1. Ministry Teams shall coordinate and conduct program ministries of the Association, as directed by the Association and in cooperation with the Cabinet.</p>	<p>appointed to fill a vacancy and then elected for a term.</p> <p>22. If any voting member of the Cabinet ceases to be a member of a church holding full membership in the Association, the tenure of the office shall cease.</p> <p>23. The voting members of the Cabinet shall be the "Trustees" of the Association and shall administer the affairs of the Association in between its meetings subject to any direction the Association may have given.</p> <p>24. The Cabinet shall meet a minimum of four times annually. The quorum at any meeting of the Cabinet shall consist of a simple majority of members eligible to vote.</p> <p>25. Additional members of the Cabinet, serving ex officio, with voice but not vote, shall be the Association Minister and Program Staff. The Cabinet may grant voice to other recognized staff, officers and representatives of the Heartland Conference, the United Church of Christ, and guests with cabinet business.</p> <p><b>NONFEASANCE IN OFFICE</b></p> <p>26. The Cabinet may declare any office vacant at any time for nonfeasance of the person holding such office and appoint someone to fill that office until the next Association meeting.</p> <p><b>STATUTORY AGENT</b></p> <p>27. The Cabinet shall appoint a "Statutory Agent," as required by Ohio Law, who shall be a natural person, member of the United Church of Christ and resident in the state of Ohio.</p> <p><b>Article VIII. MINISTRY TEAMS</b></p> <p>1. Ministry Teams shall coordinate and conduct program ministries of the Association, as directed by the Association and in cooperation with the Cabinet.</p>
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2. The Members of the Ministry Teams shall be elected by the Association. The linking persons of the Ministry Teams shall be selected by each Team from its members. Each Ministry Team may add to its respective team ex officio members, serving with voice but no vote, as needed.

3. Terms of office shall begin immediately following the Association meeting at which the new members have been elected and shall terminate at the close of the meeting at which the members' successors are elected.

4. Each Team shall select its officers.

5. If a position on any Ministry Team becomes vacant, the Cabinet shall appoint a replacement to serve until the next meeting of the Association when new Members are elected. If the vacant position is that of a linking person, the replacement shall be selected by the Team from its members.

#### Article IX. REGIONS

1. A Region is a group of churches joined together for ministry, mission, support and fellowship. The Cabinet shall be responsible for determining regions.

2. The linking persons may serve two consecutive terms, and shall not be eligible for reelection until one year has lapsed. Terms of office shall begin immediately following the Association meeting at which the new officers have been elected and shall terminate at the close of the meeting at which the officers' successors are elected. If any of the linking person's positions become vacant, the Cabinet shall appoint a replacement to serve until the next election of the officers of the Association.

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3. Terms of office shall begin immediately following the Association meeting at which the new members have been elected and shall terminate at the close of the meeting at which the members' successors are elected.

4. Each Team shall select its officers.

5. If a position on any Ministry Team becomes vacant, the Cabinet shall appoint a replacement to serve until the next meeting of the Association when new Members are elected. If the vacant position is that of a linking person, the replacement shall be selected by the Team from its members.

Article X. ASSOCIATION MEETINGS AND DELEGATES

ASSOCIATION MEETINGS

1. The Northwest Ohio Association shall hold not less than one (1) regular meeting annually. The regularly scheduled Annual Meeting shall be the last Saturday of April, or, in extenuating circumstances, as scheduled by the Cabinet.

2. Special meetings may be called by the Cabinet and shall be called by the Cabinet on petition of not less than fifteen percent (15%) of the local churches holding standing in the Association. Only matters specified in the call to meeting notice shall be acted upon at a Special Meeting.

3. Written notice of any meeting of this Association shall be transmitted to the voting members at least forty-five days prior to the meeting. The call to meeting notice shall state the purpose, place, date and time of meeting.

4. The voting membership of this Association shall consist of the:

A. Authorized Ministers holding standing in this Association, or serving a church in this Association;

B. Lay members of the Cabinet;

C. Previous Lay Moderators of this Association, still holding membership in a church of the Association;

D. Persons professionally employed full time as Christian Education Specialists within this Association;

E. Local churches of this Association, acting through their lay delegates selected by and representing them:

5. Any member in good standing in a local church of this Association shall have the privilege of the floor in all meetings of this Association.

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5. Any member in good standing in a local church of this Association shall have the privilege of the floor in all meetings of this Association.

6. Each Annual or Special Meeting of this Association, when assembled, shall have the privilege of extending voice to designated special guests and visitors.

7. Meetings may be held electronically by authorized communications equipment at the discretion of the Association Cabinet; the Association Cabinet, in its discretion, may also hold a meeting at a designated place and allow members to participate either in person or by means of authorized communications equipment. Authorized communications equipment means that voting members are afforded an opportunity to participate in the meeting and to vote on matters submitted to the voting members, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any voting member who uses authorized communications equipment under this division is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment.

8. In an emergency declared by the Cabinet, Association meetings may be conducted by proxy. In those cases, voting members may vote by proxy by delivering a signed Proxy Designation Form to the Association Minister at least 5 days in advance of the meeting, either by mail or by electronic transmission. If delivered by electronic transmission the member may sign the proxy designation form electronically using s/[Member Name] so long as the electronic transmission is from an address readily identifiable as belonging to the member. The authorization shall specify the name of another voting member to vote on behalf of the voting member. Any such proxy shall be revocable at any time and shall not be effective at any meeting at which the member giving such

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proxy is in attendance. The Association shall maintain proxy authorizations until the expiration date or until notified that the proxy is revoked. Attendance by proxy is counted for purposes of a quorum.

#### DELEGATES

9. Every local church may be represented by two (2) lay delegates. A local church with reported membership of more than four hundred (400) may send an additional lay voting delegate. For every additional four hundred (400) members an additional lay voting delegate may be sent.

10. A quorum at any meeting of this Association shall consist of one-third of the voting membership as defined in paragraph number four (4). A quorum shall be presumed until the question is raised.

#### Article XI. DISSOLUTION

1. Upon dissolution of the Northwest Ohio Association of the United Church of Christ, its assets and all property and interests of which it shall then be possessed, including any devise, bequest, gift, or grant contained in any will or any other instrument, in trust or otherwise, made before or after such dissolution, shall be transferred to the Heartland Conference of the United Church of Christ, Columbus, Ohio, a tax exempt organization pursuant to Internal Revenue Code section 501 (C)3 or its successors. In no event shall any of the above-described property be distributed to individual members of any organization without tax-exempt status.

#### Article XII. AMENDMENTS

1. Amendments to this Constitution may be proposed by the Cabinet. Amendments may also be proposed by at least five percent (5%) of local churches of this Association, provided

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#### Article XI. AMENDMENTS

1. Amendments to this Constitution may be proposed by the Cabinet. Amendments may also be proposed by at least five percent (5%) of local churches of this Association, provided

that such amendments be submitted in writing to the Cabinet at least sixty (60) days prior to the meeting at which they are to be considered. Notice of such amendments shall be transmitted in writing to the members of this Association at least thirty (30) days prior to the meeting at which they are to be considered. Amendments may be adopted at a regular or special meeting. Adoption of an amendment to this Constitution shall require a two-thirds (2/3) affirmative vote of those present and voting in the Northwest Ohio Association meeting.

#### Article XIII. INDEMNIFICATION

1 Except as otherwise provided by applicable state statutes, not the "Trustees", not any member, nor any officer of this "Corporation" shall be liable personally for any error or judgment or for any act or commission in connection herewith except in the case of bad faith, willful misconduct or fraud, nor shall they be liable personally for any debt or obligation of the "Corporation" of any member thereof, and the Members shall jointly indemnify each other, the "Trustees", and the Officers against any liability, loss or damage, except in the case of bad faith, willful misconduct or fraud, attributable to their respective services hereunder.

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